

WEYERS LARRY L
Form 4
February 18, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEYERS LARRY L

2. Issuer Name and Ticker or Trading Symbol
INTEGRYS ENERGY GROUP, INC. [TEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
130 EAST RANDOLPH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/16/2010		M	10,394 A \$ 42.48	28,525.601	D	
Common Stock	02/16/2010		F	3,555 D \$ 42.48	24,970.601 (1)	D	
Common Stock	02/16/2010		M	6,749 A \$ 42.48	31,719.601	D	
Common Stock	02/16/2010		F	2,325 D \$ 42.48	29,394.601 (1)	D	
Common Stock					2,343.8193	I	By ESOP

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Performance Rights	\$ 0 ⁽²⁾	02/16/2010		M	6,749	12/31/2009 ⁽²⁾	03/31/2010	Common Stock	
Performance Rights	\$ 0 ⁽²⁾	02/16/2010		H ⁽³⁾	4,137	12/31/2009 ⁽²⁾	03/31/2010	Common Stock	
Performance Rights	\$ 0 ⁽⁴⁾	02/16/2010		M	10,394	01/01/2010 ⁽⁵⁾	06/30/2010	Common Stock	
Performance Rights	\$ 0 ⁽⁴⁾	02/16/2010		H ⁽³⁾	5,596	01/01/2010 ⁽⁵⁾	06/30/2010	Common Stock	
Employee Stock Option (Right to buy)	\$ 37.96 ⁽⁶⁾					12/12/2003	12/12/2012	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58 ⁽⁷⁾					02/11/2011	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 42.12 ⁽⁸⁾					02/12/2010	02/12/2019	Common Stock	
Employee Stock Option (Right to buy)	\$ 44.73 ⁽⁹⁾					12/10/2004	12/10/2013	Common Stock	
Employee Stock Option (Right to buy)	\$ 48.11 ⁽¹⁰⁾					12/08/2005	12/08/2014	Common Stock	

Employee Stock Option (Right to buy)	\$ 48.36 <u>(11)</u>	02/14/2009	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 <u>(12)</u>	12/07/2007	12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 54.85 <u>(13)</u>	12/07/2006	12/07/2015	Common Stock
Employee Stock Option (Right to buy)	\$ 58.65 <u>(14)</u>	05/17/2008	05/17/2017	Common Stock
Performance Rights	\$ 0 <u>(4)</u>	01/01/2011 ⁽⁵⁾	06/30/2011	Common Stock
Performance Rights	\$ 0 <u>(4)</u>	01/01/2012 ⁽⁵⁾	06/30/2012	Common Stock
Performance Rights	\$ 0 <u>(4)</u>	01/01/2013 ⁽⁵⁾	06/30/2013	Common Stock
Phantom Stock Unit	<u>(15)</u>	<u>(16)</u>	<u>(17)</u>	Common Stock
Restricted Stock Units 2008	<u>(18)</u>	<u>(19)</u>	<u>(19)</u>	Common Stock
Restricted Stock Units 2009	<u>(18)</u>	<u>(20)</u>	<u>(20)</u>	Common Stock
Restricted Stock Units 2010	<u>(18)</u>	<u>(21)</u>	<u>(21)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEYERS LARRY L 130 EAST RANDOLPH DRIVE CHICAGO, IL 60601	X		Executive Chairman	

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr.
Weyers

02/18/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects the withholding of shares to satisfy tax payment for Performance Shares paid out under the Company's 2005 Omnibus Incentive Compensation Plan and the 2007 Omnibus Incentive Compensation Plan. Under the terms of the plans, the fair market value of any fractional share of Common Stock not used to satisfy the withholding obligation will be paid in cash at the time the Performance Shares are settled.

(2) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.

(3) Cancellation of long term incentive award with partial payout being made.

(4) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

(5) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

(6) The option vests in four equal annual installments beginning on December 12, 2003.

(7) The option vests in four equal annual installments beginning on February 11, 2011.

(8) The option vests in four equal annual installments beginning on February 12, 2010.

(9) The option vests in four equal annual installments beginning on December 10, 2004.

(10) The option vests in four equal annual installments beginning on December 8, 2005.

(11) The option vests in four equal annual installments beginning on February 14, 2009.

(12) The option vests in four equal annual installments beginning on December 7, 2007.

(13) The option vests in four equal annual installments beginning on December 7, 2006.

(14) The option vests in four equal annual installments beginning on May 17, 2008.

(15) These phantom stock units convert to common stock on a one-for-one basis.

(16) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.

(17) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.

(18) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.

(19) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

(20) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.

(21) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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